

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, NOVEMBER 28, 2007

4:00 P.M.

**IN THE MARY BRENNAN BOARD ROOM, T. F. GREEN AIRPORT
2000 POST ROAD, WARWICK, RHODE ISLAND**

The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen Hittner, M.D.; James Forte; Michael Traficante; Russell Hahn; Joseph Larisa (arrived at 4:20 p.m.)

BOARD MEMBERS ABSENT: Joseph Cianciolo; Robert D. Sangster.

ALSO PRESENT: Mark P. Brewer, A.A.E., President and CEO; Peter Frazier, General Counsel; Brian C. Schattle, Chief Financial Officer; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Forte and seconded by Mr. Traficante to approve the minutes of the Board Meeting of October 31, 2007. The motion was passed unanimously.

2. Open Forum:

Dr. Hittner asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from Chair, Board of Directors:

Dr. Hittner reported that the Board had recently accepted Mr. Brewer's resignation as he was leaving his post to take over as Airport Director of the Manchester-Boston Airport in New Hampshire. Dr. Hittner thanked him for his service to the Corporation and wished him well in his new post. Dr. Hittner reported that the search is already underway for a new President and CEO, and there was also an item on the agenda to appoint an interim President and CEO.

4. Report from President and CEO:

Mr. Brewer asked that the Board move to item 9 (a) on the agenda, recognizing three police officers for their exemplary service with the military in Iraq.

(a) Consideration of and Action Upon Resolution Recognizing Three Rhode Island Airport Corporation Police Officers Who Served a Tour

of Duty in Iraq.

A motion was made by Mr. Traficante and seconded by Mr. Forte to approve the following resolution:

WHEREAS, David Shinskey, Joseph Diniz and George Pedro are members of the Rhode Island Airport Corporation Police Department; and

WHEREAS, from July 2005 to October 2006 Officers Shinskey, Diniz and Pedro were deployed with the RI National Guard, Headquarters and Headquarters Company (HHC), 43rd Military Police Brigade in Iraq.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Rhode Island Airport Corporation Board of Directors honors and recognizes:

- Lieutenant Colonel David Shinskey; and**
- Command Sergeant Major Joseph Diniz; and**
- Staff Sergeant George Pedro**

for their dedicated, courageous and brave service in protecting and

defending the United States of America during their deployment in Iraq.

The motion was passed unanimously.

Mr. Brewer reported that passenger numbers for October were up 1.94%.

Mr. Brewer reported that the next quarterly briefing for Corporation employees is scheduled for December 18, 2007 in the FIS.

Mr. Brewer reported that the dedication of the conference rooms after former Board Chairs, Carol Grant, Herbert Cummings, E. Colby Cameron and Jim Rosati, is scheduled for December 7, 2007 at 1:30 p.m.

Mr. Brewer reported that Standard Parking, RIAC's new parking operator, had made a presentation at the Operations and Capital Committee which gave an overview of the services they would be providing. Standard takes over the parking operation on December 1, 2007.

5. Operations and Capital Committee Report.

Mr. Forte reported that the Committee had met at 3:00 p.m, and he noted that he had recently signed the following Change Orders:

Skanska PVD - Terminal Security Convert Room 2013 Meeting Room & Training \$ 88,668.00

H V Collins PVD - Airfield Maint Facility Outdoor Work required to Install Fiber Optic Cable \$ 95,526.00

Skanska PVD - Terminal Security Modify Guardrails @ Baggage Make-Up Units \$ 55,222.00

Skanska PVD - Terminal Security Add Swing Down Access Stairs to BHS Equipment (TSA Request) \$ 60,000.00

HV Collins F&I Interior hardware and wiring to complete the tel/data system AMF \$ 85,995.00 November

PVD – AMF F&I Interior Hardware and Wiring to Complete the Tel/Data System \$ 85,995.00

6. Consent Agenda:

Mr. Forte reported that there were items on the consent agenda for approval by the Board.

A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve items 6(a) through 6(d) on the consent agenda. The motion was passed unanimously.

(a) Consideration of and Action Upon Approval to Amend the Parking Management Agreement with Standard parking to Provide Parking Management Services at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and

WHEREAS, in June 2007, the Board of Directors authorized the President and CEO, or his designee, to negotiate and execute a Parking Management Agreement (PMA) with Standard Parking (Standard) to provide Professional Parking Management Services at T. F. Green Airport with a management fee not to exceed \$1,187,932 through Fiscal Year 2013; and

WHEREAS, the proposed amendment will specifically incorporate Garage C into the Parking Facilities managed by Standard and will increase the Base Management Fee to reflect the additional scope of services; and

WHEREAS, the initial term of the PMA is expected to run through June 30, 2013 with two three-year additional terms upon mutual written agreement; and

WHEREAS, the original Base Management Fee for the initial term is \$1,187,932; and

WHEREAS, the incremental fee to incorporate Garage C into the scope of services provides will not exceed \$206,699; and

WHEREAS, Standard will charge all necessary and direct expenses to operate the parking facilities (operating costs) and the management fee to RIAC on a monthly basis.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to amend the Parking Management Agreement with Standard Parking to incorporate Garage C and increase the Base Management Fee to reflect the additional scope of services in an amount not to exceed \$206,699 through Fiscal Year 2013.

(b) Consideration of and Action Upon Motion to Adopt a Daily Parking Rate in Garage B at T. F. Green Airport.

WHEREAS, Garage B will open as a General Parking Facility on December 1, 2007; and

WHEREAS, RIAC staff and Standard Parking recommend a daily rate of \$17 be established for Garage B.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to establish a daily parking rate of \$17 for Garage B effective December

1, 2007.

(c) Consideration of and Action Upon Approval of Professional Services Agreements for “On-Call” Airport Planning Consultant Services at T. F. Green Airport and the Five General Aviation Airports.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for on-call planning consultant services including, but not limited to: program planning, project planning, strategic implementation planning, facility planning, environmental planning and other services as necessary; and

WHEREAS, RIAC issued a Request for Proposals (RFP) for on-call airport planning consultant services pursuant to RIAC’s Procurement Rules and received ten proposals on November 8, 2007; and

WHEREAS, a Selection Committee comprised of Brenda Pope, VP Environmental Systems; Michael Mini, Manager of Planning; Vince Scarano, Planning Consultant; and Beth Tetreault, Procurement Specialist, was formed to evaluate and review the proposals based on the evaluation criteria; and

WHEREAS, based on these evaluations the Selection Committee recommends the firms (1) Louis Berger Group, Inc.; (2) Wilbur Smith Associates; and (3) Vanasse Hangen & Brustlin, Inc to perform on-call airport planning consultant services for a one-year period with up to two one-year extensions at the option of RIAC; and

WHEREAS, funding will be established on a task-by-task basis.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approves the attached resolution authorizing the President and CEO, or his designee, to negotiate and execute one-year Professional Services Agreements with an initial term of one-year and two additional one-year options at RIAC's sole discretion for on-call airport planning consultant services with the following firms: (1) Louis Berger Group, Inc.; (2) Wilbur Smith Associates; and (3) Vanasse Hangen & Brustlin, Inc.

(d) Consideration of and Action Upon Approval of a Contract Award for Aircraft Rescue and Firefighting Vehicle (ARFF).

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for an aircraft

rescue and firefighting (ARFF) vehicle at T. F. Green Airport; and

WHEREAS, the approved Rhode Island Airport Corporation (RIAC) Fiscal Year 2008 Operating Capital budget includes \$1,250,000 for the purchase of this vehicle and related equipment to be funded with Passenger Facility Charge (PFC) pay-go funds; and

WHEREAS, the use of PFC funds for this purchase was approved by the Federal Aviation Administration (FAA) in its Final Agency Decision Letter for RIAC's PFC Application No. 06-05-C-00-PVD dated December 14, 2006; and

WHEREAS, RIAC issued an Invitation for Bids (IFB) for the acquisition of an ARFF vehicle pursuant to RIAC's Procurement Rules and received one bid on September 26, 2007; and

WHEREAS, the bid submission was evaluated to determine both responsiveness and responsibility; and

WHEREAS, as a result of this evaluation, the recommendation is to award a Contract to Oshkosh Truck Corporation in the amount of \$1,199,969.75 for the acquisition of an ARFF vehicle and related equipment for use at T. F. Green Airport.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to execute a Contract for the acquisition of an ARFF vehicle and related equipment with Oshkosh Truck Corporation in the amount of \$1,199,969.75.

7. Finance and Audit Committee Report:

In Mr. Cianciolo's absence there was no formal report. Mr. Schattle briefed the Board on a funding issue related to the Quonset Development Fund.

8. Human Resources Committee Report:

There was no formal report.

8.1 Action Items:

(a) Consideration of and Action Upon Motion to Form a President and CEO Search Committee.

A motion was made by Dr. Hittner and seconded by Mr. Hahn to form a three person subcommittee of the Board for the purpose of conducting a job search for a new permanent President and Chief Executive Officer. The motion was passed unanimously.

(b) Consideration of and Action Upon Approval of Interim President

and CEO.

Dr. Hittner reported that the Human Resources Committee had met and was recommending that Peter Frazier, RIAC's General Counsel, serve as Interim President and CEO until such time as a permanent replacement for the position was hired. The Board congratulated Mr. Frazier on his appointment.

A motion was made by Dr. Hittner and seconded by Mr. Traficante to approve the following resolution:

WHEREAS, Mark P. Brewer, A.A.E., President and CEO, of the Rhode Island Airport Corporation ("RIAC") has tendered his resignation so as to accept the position of Airport Director of the Manchester-Boston Airport; and

WHEREAS, Mr. Brewer has offered to remain in the employ of RIAC through December 21, 2007, to help ensure a smooth transition; and

WHEREAS, the HR Committee of the Board of Directors has met and considered the credentials of Peter A. Frazier, RIAC General Counsel, to serve as the interim President and CEO while RIAC conducts its nationwide search for a permanent replacement for Mr. Brewer; and

WHEREAS, the HR Committee unanimously recommends that Mr. Frazier be appointed to this interim position to serve until a

permanent replacement has been duly selected by the Board of Directors; and

WHEREAS, the HR Committee also unanimously recommends that, to maximize the utility of Mr. Brewer's experience and expertise during the transition period, the authority of Mr. Frazier to act as the interim President and CEO should commence on December 1, 2007.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

1. That Peter A. Frazier is appointed to the position of interim President and CEO of RIAC commencing December 1, 2007, and to serve under terms and conditions approved by the HR Committee until the first day of work of a duly selected permanent President and CEO; and

2. That the RIAC Board of Directors respectfully accepts Mr. Brewer's resignation and requests that he serve on special transition assignments from December 1 through December 21, 2007.

9. Executive Session:

(a) Pending Litigation (Parking, Coleman, Costa, and RIPDES) and Potential Litigation (Two Non-Public Matters) - R.I.G.L. § 42-46-5(a)(2).

At approximately 4:15 p.m., a motion was made by Mr. Hahn and

seconded by Dr. Hittner to go into Executive Session. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen Hittner, M.D.

James Forte

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

At approximately 4:55 p.m., a motion was made by Mr. Forte and seconded by Mr. Traficante to reconvene to the Open Session. The motion was passed unanimously.

A motion was made by Mr. Hahn and seconded by Mr. Traficante to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-7(c). By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen Hittner, M.D.

James Forte

Joseph Larisa

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

10. Future Meetings:

The next meeting will be held on Wednesday, December 19, at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

11. Adjournment:

At approximately 5:56 p.m., a motion was made by Mr. Forte and seconded by Mr. Hahn to adjourn the meeting. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, M.D., Chair

Rhode Island Airport Corporation

ATTENDANCE SHEET

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS MEETING

NOVEMBER 28, 2007

NAME	AFFILIATION
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Doug Dansereau	RIAC
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Patti Goldstein	RIAC
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Bruce Wilde	RIAC
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Darrell Watson	RIAC
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Joe DaSilva	RIAC
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Dave Cloutier	RIAC
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Ahmed Shihadeh	RIAC
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Chief Jack Thomas	RIAC
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Chief David Hayden	RIAC
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Captain Steve Cahill RIAC

David Shinskey RIAC

George Pedro RIAC

Don Pillsbury RIPA

Sue Pillsbury RIPA

Robert Goff New England Parking

Bill Richardson Jacobs Edwards and Kelcey

Eric Weiner All Occasion Transportation

The minutes of the Executive Session of the Board of Directors Meeting of November 28, 2007 have been sealed in accordance with R.I.G.L. § 42-46-7(c).